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Attorneys for Defendant Blake McDougal

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF UTAH, CENTRAL DISVISION**

KATE GRANT and KARMANN KASTEN,
LLC,

Plaintiffs,

v.

KEVIN LONG; MILLCREEK
COMMERCIAL PROPERTIES, LLC;
COLLIERS INTERNATIONAL; BRENT
SMITH; SPENCER TAYLOR; BLAKE
MCDOUGAL; and MARY STREET,

Defendants.

**DEFENDANT BLAKE MCDOUGAL'S
ANSWER AND AFFIRMATIVE
DEFENSES TO AMENDED
COMPLAINT**

Case No. 2:23-cv-00936-DBB-DAO

Judge David Barlow

Magistrate Judge Daphne A. Oberg

Defendant Blake McDougal ("Defendant"), by and through his undersigned counsel, hereby submits the following Answer to Plaintiffs' Amended Complaint (the "FAC") and provides the following answers to the allegations of the FAC:

PARTIES

1. Admitted.

2. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 2 of the FAC, and therefore denies the same.

3. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 3 of the FAC, and therefore denies the same.

4. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 4 of the FAC, and therefore denies the same.

5. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 5 of the FAC, and therefore denies the same.

6. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 6 of the FAC, and therefore denies the same.

7. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 7 of the FAC, and therefore denies the same.

8. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 8 of the FAC, and therefore denies the same.

9. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 9 of the FAC, and therefore denies the same.

10. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 10 of the FAC, and therefore denies the same.

11. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 11 of the FAC, and therefore denies the same.

12. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 12 of the FAC, and therefore denies the same.

13. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 13 of the FAC, and therefore denies the same.

14. Admitted.

15. Paragraph 15 of the FAC contains legal conclusions to which no response is required. To the extent a response is required, Defendant admits only that he provided certain services on behalf of Millcreek. Except as expressly admitted, Defendant denies the allegations of paragraph 15 of the FAC.

16. Paragraph 16 of the FAC contains legal conclusions to which no response is required. To the extent a response is required, Defendant admits only that he provided certain services on behalf of Colliers as an independent agent. Except as expressly admitted, Defendant denies the allegations of paragraph 16 of the FAC.

17. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 17 of the FAC, and therefore denies the same.

18. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 18 of the FAC, and therefore denies the same.

19. Denied.

20. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 20 of the FAC, and therefore denies the same.

21. Paragraph 21 of the FAC does not contain any factual allegations and thus no response is required. To the extent a response is required, Defendant admits only that the FAC purports to refer to certain defendants collectively as the “Millcreek/Colliers Parties.”

Answering further, Defendant denies that Plaintiffs’ attempt to lump the individual defendants

together is proper or warranted and that such improper grouping of defendants fails to comply with the pleading requirements of rules 8 and 9 of the Federal Rules of Civil Procedure.

22. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 22 of the FAC, and therefore denies the same.

23. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 23 of the FAC, and therefore denies the same.

24. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 24 of the FAC, and therefore denies the same.

25. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 25 of the FAC, and therefore denies the same.

26. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 26 of the FAC, and therefore denies the same.

27. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 27 of the FAC, and therefore denies the same.

28. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 28 of the FAC, and therefore denies the same.

29. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 29 of the FAC, and therefore denies the same.

JURISDICTION AND VENUE

30. Admitted.

31. Admitted.

32. Admitted.

33. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 33 of the FAC, and therefore denies the same.

GENERAL ALLEGATIONS

34. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 34 of the FAC as it pertains to other defendants, and therefore denies the same.

35. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 35 of the FAC, and therefore denies the same.

36. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 36 of the FAC, and therefore denies the same.

37. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 37 of the FAC, and therefore denies the same.

38. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 38 of the FAC, and therefore denies the same.

39. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 39 of the FAC, and therefore denies the same.

40. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 40 of the FAC, and therefore denies the same.

41. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 41 of the FAC, and therefore denies the same.

42. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 42 of the FAC, and therefore denies the same.

43. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 43 of the FAC, and therefore denies the same.

44. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 44 of the FAC, and therefore denies the same.

45. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 45 of the FAC, and therefore denies the same.

46. Paragraph 46 of the FAC does not contain any factual allegations and thus no response is required. To the extent a response is required, denied.

47. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 47 of the FAC, and therefore denies the same.

48. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 48 of the FAC, and therefore denies the same.

49. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 49 of the FAC, and therefore denies the same.

50. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 50 of the FAC, and therefore denies the same.

51. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 51 of the FAC, and therefore denies the same.

52. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 52 of the FAC, and therefore denies the same.

53. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 53 of the FAC, and therefore denies the same.

54. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 54 of the FAC, and therefore denies the same.

55. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 55 of the FAC, and therefore denies the same.

56. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 56 of the FAC, and therefore denies the same.

57. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 57 of the FAC, and therefore denies the same.

58. Paragraph 58 of the FAC does not contain any factual allegations and thus no response is required. To the extent a response is required, denied.

59. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 59 of the FAC, and therefore denies the same.

60. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 60 of the FAC, and therefore denies the same.

61. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 61 of the FAC, and therefore denies the same.

62. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 62 of the FAC, and therefore denies the same.

63. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 63 of the FAC, and therefore denies the same.

64. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 64 of the FAC, and therefore denies the same.

65. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 65 of the FAC, and therefore denies the same.

66. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 66 of the FAC, and therefore denies the same.

67. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 67 of the FAC, and therefore denies the same.

68. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 68 of the FAC, and therefore denies the same.

69. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 69 of the FAC, and therefore denies the same.

70. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 70 of the FAC, and therefore denies the same.

71. Denied.

72. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 72 of the FAC as it pertains to other defendants, and therefore denies the same.

73. Admitted as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 73 of the FAC as it pertains to other defendants, and therefore denies the same.

74. Admitted as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 74 of the FAC as it pertains to other defendants, and therefore denies the same.

75. Admitted as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 75 of the FAC as it pertains to other defendants, and therefore denies the same.

76. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 76 of the FAC, and therefore denies the same.

77. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 77 of the FAC, and therefore denies the same.

78. Paragraph 78 of the FAC contains legal conclusions to which no response is required. To the extent a response is required, Defendant denies the allegations of paragraph 78 of the FAC as being incomplete.

79. Paragraph 79 of the FAC contains legal conclusions to which no response is required. To the extent a response is required, Defendant denies the allegations of paragraph 79 of the FAC as being incomplete.

80. Paragraph 80 of the FAC contains legal conclusions to which no response is required. To the extent a response is required, Defendant denies the allegations of paragraph 80 of the FAC as being incomplete.

81. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 81 of the FAC, and therefore denies the same.

82. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 82 of the FAC, and therefore denies the same.

83. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 83 of the FAC, and therefore denies the same.

84. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 84 of the FAC, and therefore denies the same.

85. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 85 of the FAC, and therefore denies the same.

86. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 86 of the FAC, and therefore denies the same.

87. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 87 of the FAC, and therefore denies the same.

88. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 88 of the FAC, and therefore denies the same.

89. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 89 of the FAC, and therefore denies the same.

90. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 90 of the FAC, and therefore denies the same.

91. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 91 of the FAC as it pertains to other defendants, and therefore denies the same.

92. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 92 of the FAC, and therefore denies the same.

93. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 93 of the FAC, and therefore denies the same.

94. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 94 of the FAC, and therefore denies the same.

95. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 95 of the FAC, and therefore denies the same.

96. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 96 of the FAC, and therefore denies the same.

97. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 97 of the FAC, and therefore denies the same.

98. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 98 of the FAC, and therefore denies the same.

99. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 99 of the FAC, and therefore denies the same.

100. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 100 of the FAC, and therefore denies the same.

101. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 101 of the FAC, and therefore denies the same.

102. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 102 of the FAC, and therefore denies the same.

103. Defendant admits only that he may have had some email communications with Plaintiffs or others acting on their behalf. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 103 of the FAC as it pertains to other defendants,

and therefore denies the same. Except as expressly admitted, Defendant denies the allegations of paragraph 103 of the FAC.

104. Paragraph 104 of the FAC contains legal conclusions to which no response is required. To the extent a response is required, denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 104 of the FAC as it pertains to other defendants, and therefore denies the same.

105. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 105 of the FAC, and therefore denies the same.

106. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 106 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 106 of the FAC as it pertains to other defendants, and therefore denies the same.

107. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 107 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 107 of the FAC as it pertains to other defendants, and therefore denies the same.

108. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 108 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents.

Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 108 of the FAC as it pertains to other defendants, and therefore denies the same.

109. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 109 of the FAC as it pertains to other defendants, and therefore denies the same.

110. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 110 of the FAC as it pertains to other defendants, and therefore denies the same.

111. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 111 of the FAC, and therefore denies the same.

112. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 112 of the FAC, and therefore denies the same.

113. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 113 of the FAC, and therefore denies the same.

114. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 114 of the FAC as it pertains to other defendants, and therefore denies the same.

115. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 115 of the FAC, and therefore denies the same.

116. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 116 of the FAC as it pertains to other defendants, and therefore denies the same.

117. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 117 of the FAC as it pertains to other defendants, and therefore denies the same.

118. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 118 of the FAC as it pertains to other defendants, and therefore denies the same.

119. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 119 of the FAC as it pertains to other defendants, and therefore denies the same.

120. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 120 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 120 of the FAC as it pertains to other defendants, and therefore denies the same.

121. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 121 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 121 of the FAC as it pertains to other defendants, and therefore denies the same.

122. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 122 of the FAC, and therefore denies the same.

123. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 123 of the FAC, and therefore denies the same.

124. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 124 of the FAC, and therefore denies the same.

125. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 125 of the FAC, and therefore denies the same.

126. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 126 of the FAC as it pertains to other defendants, and therefore denies the same.

127. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 127 of the FAC as it pertains to other defendants, and therefore denies the same.

128. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 128 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 128 of the FAC as it pertains to other defendants, and therefore denies the same.

129. Defendant admits only that he may have had some email communications with Plaintiffs or others acting on their behalf. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 129 of the FAC as it pertains to other defendants, and therefore denies the same. Except as expressly admitted, Defendant denies the allegations of paragraph 129 of the FAC.

130. Defendant admits only that the documents referred to in paragraph 130 of the FAC speak for themselves and must be considered in their entirety. Defendant denies all allegations that are contrary to or inconsistent with those documents, and on said grounds denies the allegations of paragraph 130 of the FAC regarding the documents.

131. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 129 of the FAC, and therefore denies the same.

132. Defendant admits only that the documents referred to in paragraph 132 of the FAC speak for themselves and must be considered in their entirety. Defendant denies all allegations that are contrary to or inconsistent with those documents, and on said grounds denies the allegations of paragraph 132 regarding the documents.

133. Defendant admits only that the documents referred to in paragraph 133 of the FAC speak for themselves and must be considered in their entirety. Defendant denies all allegations that are contrary to or inconsistent with those documents, and on said grounds denies the allegations of paragraph 133 regarding the documents.

134. Defendant admits only that the documents referred to in paragraph 134 of the FAC speak for themselves and must be considered in their entirety. Defendant denies all allegations that are contrary to or inconsistent with those documents, and on said grounds denies the allegations of paragraph 134 regarding the documents.

135. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 135 of the FAC, and therefore denies the same.

136. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 136 of the FAC, and therefore denies the same.

137. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 137 of the FAC, and therefore denies the same.

138. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 138 of the FAC, and therefore denies the same.

139. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 139 of the FAC, and therefore denies the same.

140. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 140 of the FAC, and therefore denies the same.

141. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 141 of the FAC, and therefore denies the same.

142. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 142 of the FAC, and therefore denies the same.

143. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 143 of the FAC, and therefore denies the same.

144. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 144 of the FAC, and therefore denies the same.

145. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 145 of the FAC, and therefore denies the same.

146. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 146 of the FAC, and therefore denies the same.

147. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 147 of the FAC, and therefore denies the same.

148. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 148 of the FAC, and therefore denies the same.

149. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 149 of the FAC, and therefore denies the same.

150. Defendant admits only that he may have had some email communications with Plaintiffs or others acting on their behalf. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 150 of the FAC as it pertains to other defendants, and therefore denies the same. Except as expressly admitted, Defendant denies the allegations of paragraph 150 of the FAC.

151. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 151 of the FAC as it pertains to other defendants, and therefore denies the same.

152. Paragraph 152 of the FAC does not contain any factual allegations and thus no response is required. To the extent a response is required, denied.

153. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 153 of the FAC as it pertains to other defendants, and therefore denies the same.

154. Plaintiffs' purported definition of "Marketing Materials" is too vague and ambiguous and thus cannot fairly be responded to by Defendant and thus Defendant denies the allegations of paragraph 154 of the FAC. Answering further, Defendant had seen the Offering Memorandum for the Naperville Property, but otherwise lacks sufficient knowledge or

information to admit or deny the remaining allegations of paragraph 154 of the FAC, and therefore denies the same.

155. Defendant admits only that he may have had some email communications with Plaintiffs or others acting on their behalf. Defendant denies the remaining allegations of paragraph 155 of the FAC, including all subparagraphs, as it pertains to him. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 155 of the FAC as it pertains to other defendants, and therefore denies the same. Except as expressly admitted, Defendant denies the allegations of paragraph 155 of the FAC

156. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 156 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 156 of the FAC as it pertains to other defendants, and therefore denies the same.

157. Defendant denies making any misrepresentations.

158. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 158 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 158 of the FAC as it pertains to other defendants, and therefore denies the same.

159. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 159 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents.

Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 159 of the FAC as it pertains to other defendants, and therefore denies the same.

160. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 160 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 160 of the FAC as it pertains to other defendants, and therefore denies the same.

161. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 161 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 161 of the FAC as it pertains to other defendants, and therefore denies the same.

162. Defendant denies making any misrepresentations.

163. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 163 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 163 of the FAC as it pertains to other defendants, and therefore denies the same.

164. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 164 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents.

Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 164 of the FAC as it pertains to other defendants, and therefore denies the same.

165. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 165 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 165 of the FAC as it pertains to other defendants, and therefore denies the same.

166. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 166 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 166 of the FAC as it pertains to other defendants, and therefore denies the same.

167. Defendant denies making any misrepresentations.

168. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 168 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 168 of the FAC as it pertains to other defendants, and therefore denies the same.

169. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 169 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents.

Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 169 of the FAC as it pertains to other defendants, and therefore denies the same.

170. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 170 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 170 of the FAC as it pertains to other defendants, and therefore denies the same.

171. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 171 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 171 of the FAC as it pertains to other defendants, and therefore denies the same.

172. Defendant denies making any misrepresentations.

173. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 173 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 173 of the FAC as it pertains to other defendants, and therefore denies the same.

174. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 174 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents.

Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 174 of the FAC as it pertains to other defendants, and therefore denies the same.

175. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 175 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 175 of the FAC as it pertains to other defendants, and therefore denies the same.

176. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 176 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 176 of the FAC as it pertains to other defendants, and therefore denies the same.

177. Defendant denies making any misrepresentations.

178. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 178 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 178 of the FAC as it pertains to other defendants, and therefore denies the same.

179. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 179 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents.

Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 179 of the FAC as it pertains to other defendants, and therefore denies the same.

180. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 180 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 180 of the FAC as it pertains to other defendants, and therefore denies the same.

181. Defendant denies making any misrepresentations.

182. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 182 of the FAC, and therefore denies the same.

183. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 183 of the FAC, and therefore denies the same.

184. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 184 of the FAC, and therefore denies the same.

185. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 185 of the FAC, and therefore denies the same.

186. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 186 of the FAC, and therefore denies the same.

187. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 187 of the FAC, and therefore denies the same.

188. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 188 of the FAC, and therefore denies the same.

189. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 189 of the FAC as it pertains to other defendants, and therefore denies the same.

190. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 190 of the FAC, and therefore denies the same.

191. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 191 of the FAC, and therefore denies the same.

192. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 192 of the FAC, and therefore denies the same.

193. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 193 of the FAC, and therefore denies the same.

194. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 194 of the FAC, and therefore denies the same.

195. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 195 of the FAC as it pertains to other defendants, and therefore denies the same.

196. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 196 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 196 of the FAC as it pertains to other defendants, and therefore denies the same.

197. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 197 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 197 of the FAC as it pertains to other defendants, and therefore denies the same.

198. Defendant denies making any misrepresentations.

199. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 199 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 199 of the FAC as it pertains to other defendants, and therefore denies the same.

200. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 200 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 200 of the FAC as it pertains to other defendants, and therefore denies the same.

201. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 201 of the FAC as it pertains to other defendants, and therefore denies the same.

202. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 202 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents.

Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 202 of the FAC as it pertains to other defendants, and therefore denies the same.

203. Defendant denies making any misrepresentations.

204. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 204 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 204 of the FAC as it pertains to other defendants, and therefore denies the same.

205. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 205 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 205 of the FAC as it pertains to other defendants, and therefore denies the same.

206. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 206 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 206 of the FAC as it pertains to other defendants, and therefore denies the same.

207. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 207 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents.

Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 207 of the FAC as it pertains to other defendants, and therefore denies the same.

208. Defendant denies making any misrepresentations.

209. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 209 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 209 of the FAC as it pertains to other defendants, and therefore denies the same.

210. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 210 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 210 of the FAC as it pertains to other defendants, and therefore denies the same.

211. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 211 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 211 of the FAC as it pertains to other defendants, and therefore denies the same.

212. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 212 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents.

Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 212 of the FAC as it pertains to other defendants, and therefore denies the same.

213. Defendant denies making any misrepresentations.

214. Defendant denies the allegations of paragraph 214 of the FAC, including all subparagraphs, as it pertains to him. Answering further, Defendant states that the documents referred to in paragraph 214 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 214 of the FAC as it pertains to other defendants, and therefore denies the same.

215. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 215 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 215 of the FAC as it pertains to other defendants, and therefore denies the same.

216. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 216 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 216 of the FAC as it pertains to other defendants, and therefore denies the same.

217. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 217 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents.

Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 217 of the FAC as it pertains to other defendants, and therefore denies the same.

218. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 218 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 218 of the FAC as it pertains to other defendants, and therefore denies the same.

219. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 219 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 220 of the FAC as it pertains to other defendants, and therefore denies the same.

220. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 220 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 220 of the FAC as it pertains to other defendants, and therefore denies the same.

221. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 221 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 221 of the FAC as it pertains to other defendants, and therefore denies the same.

222. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 222 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 222 of the FAC as it pertains to other defendants, and therefore denies the same.

223. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 223 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 223 of the FAC as it pertains to other defendants, and therefore denies the same.

224. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 224 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 224 of the FAC as it pertains to other defendants, and therefore denies the same.

225. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 225 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 225 of the FAC as it pertains to other defendants, and therefore denies the same.

226. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 226 of the FAC speak for themselves and must be considered in their

entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 226 of the FAC as it pertains to other defendants, and therefore denies the same.

227. Defendant denies the allegations of paragraph 227 of the FAC, including all subparagraphs, as it pertains to him. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 227 of the FAC as it pertains to other defendants, and therefore denies the same.

228. Denied.

229. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 229 of the FAC, and therefore denies the same.

230. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 230 of the FAC, and therefore denies the same.

231. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 231 of the FAC, and therefore denies the same.

232. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 232 of the FAC, including all subparagraphs, and therefore denies the same. Answering further, Defendant states that the documents referred to in paragraph 232 of the FAC speak for themselves and must be considered as a whole, and denies all allegations that are contrary to or inconsistent with those documents.

233. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 233 of the FAC, and therefore denies the same.

234. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 234 of the FAC, and therefore denies the same.

235. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 235 of the FAC, and therefore denies the same.

236. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 236 of the FAC, and therefore denies the same.

237. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 237 of the FAC, and therefore denies the same.

238. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 238 of the FAC, and therefore denies the same.

239. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 239 of the FAC, and therefore denies the same.

240. Paragraph 240 of the FAC contains legal conclusions to which no response is required. To the extent a response is required, denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 240 of the FAC as it pertains to other defendants, and therefore denies the same.

241. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 241 of the FAC, and therefore denies the same.

242. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 242 of the FAC, and therefore denies the same.

243. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 243 of the FAC as it pertains to other defendants, and therefore denies the same.

244. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 244 of the FAC as it pertains to other defendants, and therefore denies the same.

245. Denied.

246. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 246 of the FAC, and therefore denies the same.

247. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 247 of the FAC as it pertains to other defendants, and therefore denies the same.

248. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 248 of the FAC, and therefore denies the same.

249. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 249 of the FAC as it pertains to other defendants, and therefore denies the same.

250. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 250 of the FAC, and therefore denies the same.

251. Paragraph 251 of the FAC contains legal conclusions to which no response is required. To the extent a response is required, Defendant lacks sufficient knowledge or

information to admit or deny the allegations of paragraph 251 of the FAC, and therefore denies the same.

252. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 252 of the FAC, and therefore denies the same.

253. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 253 of the FAC as it pertains to other defendants, and therefore denies the same.

254. Defendant admits only that the documents referred to in paragraph 254 of the FAC speak for themselves and must be considered in their entirety. Defendant denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 254 of the FAC as it pertains to other defendants, and therefore denies the same.

255. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 255 of the FAC, and therefore denies the same.

256. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 256 of the FAC, and therefore denies the same.

257. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 257 of the FAC, and therefore denies the same.

258. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 258 of the FAC, and therefore denies the same.

259. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 259 of the FAC, and therefore denies the same.

260. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 260 of the FAC, and therefore denies the same.

261. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 261 of the FAC, and therefore denies the same.

262. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 262 of the FAC, and therefore denies the same.

263. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 263 of the FAC, and therefore denies the same.

264. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 264 of the FAC as it pertains to other defendants, and therefore denies the same.

265. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 265 of the FAC as it pertains to other defendants, and therefore denies the same.

266. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 266 of the FAC, and therefore denies the same.

267. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 267 of the FAC, and therefore denies the same.

268. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 268 of the FAC as it pertains to other defendants, and therefore denies the same.

269. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 269 of the FAC as it pertains to other defendants, and therefore denies the same.

270. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 270 of the FAC, and therefore denies the same.

271. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 271 of the FAC as it pertains to other defendants, and therefore denies the same.

272. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 272 of the FAC, and therefore denies the same.

273. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 273 of the FAC, and therefore denies the same.

274. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 274 of the FAC, and therefore denies the same.

275. Denied as to Defendant. Answering further, Defendant states that the documents referred to in paragraph 275 of the FAC speak for themselves and must be considered in their entirety, and denies all allegations that are contrary to or inconsistent with those documents. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 275 of the FAC as it pertains to other defendants, and therefore denies the same.

276. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 276 of the FAC, and therefore denies the same.

277. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 277 of the FAC, and therefore denies the same.

278. Paragraph 278 of the FAC contains legal conclusions to which no response is required. To the extent a response is required, admitted.

FIRST CAUSE OF ACTION
(Violations of Section 10(b) of the Securities Exchange Act and Rule 10b-5 Thereunder Against All Defendants)

279. Defendant incorporates his responses to the preceding paragraphs of the FAC as if fully set forth herein.

280. Paragraph 280 of the FAC contains legal conclusions to which no response is required. To the extent a response is required, denied.

281. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 275 of the FAC as it pertains to other defendants, and therefore denies the same.

282. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 282 of the FAC, and therefore denies the same.

283. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 283 of the FAC as it pertains to other defendants, and therefore denies the same.

284. Defendant denies the allegations of paragraph 284 of the FAC, including all subparagraphs, as it pertains to him. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 284 of the FAC as it pertains to other defendants, and therefore denies the same.

285. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 285 of the FAC as it pertains to other defendants, and therefore denies the same.

286. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 286 of the FAC as it pertains to other defendants, and therefore denies the same.

287. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 287 of the FAC as it pertains to other defendants, and therefore denies the same.

288. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 288 of the FAC as it pertains to other defendants, and therefore denies the same.

289. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 289 of the FAC as it pertains to other defendants, and therefore denies the same.

290. Paragraph 290 of the FAC contains legal conclusions to which no response is required. To the extent a response is required, denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 291 of the FAC as it pertains to other defendants, and therefore denies the same.

291. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 291 of the FAC as it pertains to other defendants, and therefore denies the same.

292. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 292 of the FAC as it pertains to other defendants, and therefore denies the same.

SECOND CAUSE OF ACTION
(Sale of Unregistered Securities Against All Defendants)

293. Defendant incorporates his responses to the preceding paragraphs of the FAC as if fully set forth herein.

294. Paragraph 294 of the FAC contains legal conclusions to which no response is required. To the extent a response is required, denied.

295. Defendant lacks sufficient knowledge or information to admit or deny the allegations of paragraph 295 of the FAC, and therefore denies the same.

296. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 296 of the FAC as it pertains to other defendants, and therefore denies the same.

297. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 297 of the FAC as it pertains to other defendants, and therefore denies the same.

298. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 298 of the FAC as it pertains to other defendants, and therefore denies the same.

299. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 299 of the FAC as it pertains to other defendants, and therefore denies the same.

THIRD CAUSE OF ACTION
**(Control Person Liability Under the Securities Exchange Act Against
Long/Rutherford/Bell/Huff/McDougal/Taylor/Weber)**

300. Defendant incorporates his responses to the preceding paragraphs of the FAC as if fully set forth herein.

301. Paragraph 301 of the FAC contains legal conclusions to which no response is required. To the extent a response is required, denied.

302. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 302 of the FAC as it pertains to other defendants, and therefore denies the same.

303. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 303 of the FAC as it pertains to other defendants, and therefore denies the same.

304. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 304 of the FAC as it pertains to other defendants, and therefore denies the same.

305. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 305 of the FAC as it pertains to other defendants, and therefore denies the same.

306. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 306 of the FAC as it pertains to other defendants, and therefore denies the same.

307. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 307 of the FAC as it pertains to other defendants, and therefore denies the same.

308. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 308 of the FAC as it pertains to other defendants, and therefore denies the same.

309. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 309 of the FAC as it pertains to other defendants, and therefore denies the same.

310. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 310 of the FAC as it pertains to other defendants, and therefore denies the same.

311. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 311 of the FAC as it pertains to other defendants, and therefore denies the same.

FOURTH CAUSE OF ACTION
(State Law Securities Fraud Against All Defendants)

312. Defendant incorporates his responses to the preceding paragraphs of the FAC as if fully set forth herein.

313. Paragraph 313 of the FAC contains legal conclusions to which no response is required. To the extent a response is required, denied.

314. Paragraph 314 of the FAC contains legal conclusions to which no response is required. To the extent a response is required, denied.

315. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 315 of the FAC as it pertains to other defendants, and therefore denies the same.

316. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 316 of the FAC as it pertains to other defendants, and therefore denies the same.

317. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 317 of the FAC as it pertains to other defendants, and therefore denies the same.

318. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 318 of the FAC as it pertains to other defendants, and therefore denies the same.

319. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 319 of the FAC as it pertains to other defendants, and therefore denies the same.

320. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 320 of the FAC as it pertains to other defendants, and therefore denies the same.

FIFTH CAUSE OF ACTION
(State Law Securities Violation/Sale by Unlicensed Broker or
Investment Advisor Against All Defendants)

321. Defendant incorporates his responses to the preceding paragraphs of the FAC as if fully set forth herein.

322. Paragraph 322 of the FAC contains legal conclusions to which no response is required. To the extent a response is required, denied.

323. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 323 of the FAC as it pertains to other defendants, and therefore denies the same.

324. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 324 of the FAC as it pertains to other defendants, and therefore denies the same.

325. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 325 of the FAC as it pertains to other defendants, and therefore denies the same.

326. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 326 of the FAC as it pertains to other defendants, and therefore denies the same.

SIXTH CAUSE OF ACTION
(Materially Aiding State-Law Securities Fraud Against
Long/Rutherford/Bell/McDougal/Taylor/Weber)

327. Defendant incorporates his responses to the preceding paragraphs of the FAC as if fully set forth herein.

328. Paragraph 328 of the FAC contains legal conclusions to which no response is required. To the extent a response is required, denied.

329. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 329 of the FAC as it pertains to other defendants, and therefore denies the same.

330. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 330 of the FAC as it pertains to other defendants, and therefore denies the same.

331. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 331 of the FAC as it pertains to other defendants, and therefore denies the same.

332. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 332 of the FAC as it pertains to other defendants, and therefore denies the same.

333. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 333 of the FAC as it pertains to other defendants, and therefore denies the same.

334. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 334 of the FAC as it pertains to other defendants, and therefore denies the same.

335. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 335 of the FAC as it pertains to other defendants, and therefore denies the same.

SEVENTH CAUSE OF ACTION
(Common Law Fraud Against All Defendants)

336. Defendant incorporates his responses to the preceding paragraphs of the FAC as if fully set forth herein.

337. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 337 of the FAC as it pertains to other defendants, and therefore denies the same.

338. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 338 of the FAC as it pertains to other defendants, and therefore denies the same.

339. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 339 of the FAC as it pertains to other defendants, and therefore denies the same.

340. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 340 of the FAC as it pertains to other defendants, and therefore denies the same.

341. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 341 of the FAC as it pertains to other defendants, and therefore denies the same.

342. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 342 of the FAC as it pertains to other defendants, and therefore denies the same.

343. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 343 of the FAC as it pertains to other defendants, and therefore denies the same.

EIGHTH CAUSE OF ACTION
(Negligent Misrepresentation Against All Defendants)

344. Defendant incorporates his responses to the preceding paragraphs of the FAC as if fully set forth herein.

345. Paragraph 345 of the FAC contains legal conclusions to which no response is required. To the extent a response is required, denied.

346. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 346 of the FAC as it pertains to other defendants, and therefore denies the same.

347. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 347 of the FAC as it pertains to other defendants, and therefore denies the same.

348. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 348 of the FAC as it pertains to other defendants, and therefore denies the same.

349. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 349 of the FAC as it pertains to other defendants, and therefore denies the same.

350. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 350 of the FAC as it pertains to other defendants, and therefore denies the same.

351. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 351 of the FAC as it pertains to other defendants, and therefore denies the same.

352. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 352 of the FAC as it pertains to other defendants, and therefore denies the same.

353. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 353 of the FAC as it pertains to other defendants, and therefore denies the same.

354. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 354 of the FAC as it pertains to other defendants, and therefore denies the same.

355. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 355 of the FAC as it pertains to other defendants, and therefore denies the same.

NINTH CAUSE OF ACTION
(Breach of Fiduciary Duty Against All Defendants)

356. Defendant incorporates his responses to the preceding paragraphs of the FAC as if fully set forth herein.

357. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 357 of the FAC as it pertains to other defendants, and therefore denies the same.

358. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 358 of the FAC as it pertains to other defendants, and therefore denies the same.

359. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 359 of the FAC as it pertains to other defendants, and therefore denies the same.

360. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 360 of the FAC as it pertains to other defendants, and therefore denies the same.

361. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 361 of the FAC as it pertains to other defendants, and therefore denies the same.

362. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 362 of the FAC as it pertains to other defendants, and therefore denies the same.

363. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 363 of the FAC as it pertains to other defendants, and therefore denies the same.

364. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 364 of the FAC as it pertains to other defendants, and therefore denies the same.

365. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 365 of the FAC as it pertains to other defendants, and therefore denies the same.

366. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 366 of the FAC as it pertains to other defendants, and therefore denies the same.

367. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 367 of the FAC as it pertains to other defendants, and therefore denies the same.

368. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 368 of the FAC as it pertains to other defendants, and therefore denies the same.

369. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 369 of the FAC as it pertains to other defendants, and therefore denies the same.

TENTH CAUSE OF ACTION
(Conspiracy to Engage in Tortious Conduct Against All Defendants)

370. Defendant incorporates his responses to the preceding paragraphs of the FAC as if fully set forth herein.

371. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 371 of the FAC as it pertains to other defendants, and therefore denies the same.

372. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 372 of the FAC as it pertains to other defendants, and therefore denies the same.

373. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 373 of the FAC as it pertains to other defendants, and therefore denies the same.

374. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 374 of the FAC as it pertains to other defendants, and therefore denies the same.

375. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 375 of the FAC as it pertains to other defendants, and therefore denies the same.

376. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 376 of the FAC as it pertains to other defendants, and therefore denies the same.

ELEVENTH CAUSE OF ACTION
(Aiding and Abetting Tortious Conduct Against All Defendants)

377. Defendant incorporates his responses to the preceding paragraphs of the FAC as if fully set forth herein.

378. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 378 of the FAC as it pertains to other defendants, and therefore denies the same.

379. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 379 of the FAC as it pertains to other defendants, and therefore denies the same.

380. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 380 of the FAC as it pertains to other defendants, and therefore denies the same.

381. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 381 of the FAC as it pertains to other defendants, and therefore denies the same.

382. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 382 of the FAC as it pertains to other defendants, and therefore denies the same.

383. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 383 of the FAC as it pertains to other defendants, and therefore denies the same.

384. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 384 of the FAC as it pertains to other defendants, and therefore denies the same.

385. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 385 of the FAC as it pertains to other defendants, and therefore denies the same.

TWELFTH CAUSE OF ACTION
(Unjust Enrichment of Defendants – All Defendants)

386. Defendant incorporates his responses to the preceding paragraphs of the FAC as if fully set forth herein.

387. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 387 of the FAC as it pertains to other defendants, and therefore denies the same.

388. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 388 of the FAC as it pertains to other defendants, and therefore denies the same.

389. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 389 of the FAC as it pertains to other defendants, and therefore denies the same.

390. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 390 of the FAC as it pertains to other defendants, and therefore denies the same.

391. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 391 of the FAC as it pertains to other defendants, and therefore denies the same.

392. Denied as to Defendant. Defendant otherwise lacks sufficient knowledge or information to admit or deny the allegations of paragraph 392 of the FAC as it pertains to other defendants, and therefore denies the same.

RESPONSE TO DEMAND FOR RELIEF

Defendant denies that Plaintiffs are entitled to any of the relief sought in the FAC, including any relief sought in paragraphs 1 through 4 of the Demand for Relief.

AFFIRMATIVE DEFENSES

Defendant asserts the following affirmative defenses without assuming the burden of proof.

FIRST DEFENSE

Plaintiffs' claims are barred, in whole or in part, because the FAC fails to state a claim against Defendant upon which relief may be granted.

SECOND DEFENSE

Plaintiffs' claims are barred, in whole or in part, because the alleged securities are not securities under federal or state law.

THIRD DEFENSE

Plaintiffs' claims are barred, in whole or in part, because the alleged securities and subject transactions, to the extent they are deemed securities, are subject to exemptions from registration, whether self-executing or otherwise.

FOURTH DEFENSE

Plaintiffs' claims are barred, in whole or in part, because the alleged wrongful conduct was the conduct of others, including the conduct or fault of Plaintiffs.

FIFTH DEFENSE

Plaintiffs' claims are barred, in whole or in part, because Defendant acted in good faith and in good faith reliance on the information provided by others.

SIXTH DEFENSE

Plaintiffs' claims are barred, in whole or in part, because Plaintiffs failed to mitigate their damages, if any.

SEVENTH DEFENSE

Plaintiffs' claims are barred, in whole or in part, because Plaintiffs have failed to join one or more necessary and indispensable parties.

EIGHTH DEFENSE

Plaintiffs' claims are barred, in whole or in part, because of their own negligence or fault and by application of the Utah Liability Reform Act, Utah Code §§ 78B-5-817 through 823. Plaintiffs' recovery, if any, should be reduced or barred accordingly. To the extent Plaintiffs' fault was equal to or greater than any negligence or fault upon the part of Defendant, then Defendant is not liable to Plaintiffs under the provisions of the Act.

NINTH DEFENSE

Plaintiffs' claims are barred, in whole or in part, because Plaintiffs have failed to satisfy the pleading requirements of Federal Rules of Civil Procedure 8 and 9 and the pleading and substantive requirements of the Private Securities Litigation Reform Act of 1995.

TENTH DEFENSE

Plaintiffs' claims are barred, in whole or in part, because of waiver or estoppel, whether express or implied.

ELEVENTH DEFENSE

Plaintiffs' claims are barred, in whole or in part, because of Plaintiffs' unclean hands, bad faith, or wrongful or inequitable conduct.

TWELFTH DEFENSE

Plaintiffs' claims are barred, in whole or in part, because Plaintiffs' damages, if any, are the result of Plaintiffs' own actions or omissions, or the acts or omissions of third parties over whom Defendant had no right of control.

THIRTEENTH DEFENSE

Plaintiffs' claims are barred, in whole or in part, by the economic loss rule.

FOURTEENTH DEFENSE

Plaintiffs' claims are barred, in whole or in part, because Defendant lacked the necessary knowledge, intent, willfulness, or scienter required for him to be held liable.

RESERVATION

Defendant reserves the right to assert any other affirmatives defenses and/or claims that may come to light during the course of discovery.

PRAYER FOR RELIEF

WHEREFORE, Defendant respectfully requests that Plaintiffs' Amended Complaint be dismissed with prejudice and upon the merits, that Defendant be awarded his costs and attorney fees incurred in defending this action as provided for by contract or law, and for such other and further relief as the Court may deem necessary, just, and equitable under the circumstances.

DATED this 28th day of May 2024.

MITCHELL BARLOW & MANSFIELD, P.C.

/s/ J. Ryan Mitchell

J. Ryan Mitchell

Christopher A. Langston

Mika Hillery

Attorneys for Defendant Blake McDougal

CERTIFICATE OF SERVICE

I hereby certify that on this 28th day of May 2024, I caused a true and correct copy of the foregoing **DEFENDANT BLAKE MCDOUGAL'S ANSWER AND AFFIRMATIVE DEFENSES TO AMENDED COMPLAINT** to be filed via the Court's electronic filing system, which automatically provides notice of the filing to counsel of record.

/s/ Mika Hillery